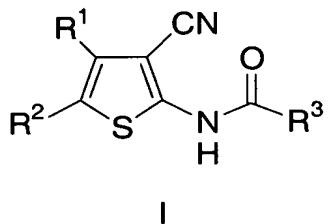


WHAT IS CLAIMED IS:

1. A compound represented by formula I:



or a pharmaceutically acceptable salt or solvate thereof wherein:

5 R^1 is selected from the group consisting of: H, C_{1-10} alkyl, Aryl, Heteroaryl and Heterocyclyl,

 said alkyl, Aryl, Heteroaryl and Heterocyclyl being optionally substituted with one to four substituents independently selected from R^6 ;

10 R^2 is selected from the group consisting of: Aryl, Heteroaryl, Heterocyclyl, $SO_2NR^4R^5$, NR^4R^5 , $NR^4C(O)R^5$, $NR^4CO_2R^5$, $NR^4SO_2R^5$, OR⁴ and C_{1-10} alkyl substituted with one to four substituents selected from R^6 ,

 said Aryl, Heteroaryl and Heterocyclyl being optionally substituted with one to four substituents independently selected from R^6 , and

15 R^3 is selected from the group consisting of: C_{1-10} alkyl and Aryl, said alkyl and Aryl being optionally substituted with one to four substituents independently selected from R^6 ;

R^4 is selected from the group consisting of: H, C_{1-10} alkyl, Aryl, Heteroaryl, Heterocyclyl, said alkyl, Aryl, Heteroaryl, and Heterocyclyl being optionally substituted with one to four substituents independently selected from R^6 ;

20 R^5 is selected from the group consisting of: C_{1-10} alkyl, Aryl, Heteroaryl and Heterocyclyl, said alkyl, cycloalkyl, Aryl Heteroaryl, and Heterocyclyl being optionally substituted with one to four substituents independently selected from R^6 ;

 or alternatively, R^4 and R^5 are taken together with the atoms to which they are attached and represent a ring of 5 to 8 members containing 0-2 heteroatoms independently selected from oxygen, sulfur and nitrogen, and optionally substituted with one to four substituents independently selected from R^6 ;

25 when R^2 represents C_{1-10} alkyl, each R^6 is independently selected from the group consisting of: halo, Aryl, Heteroaryl, Heterocyclyl, OR⁷, SR⁷, S(O)_mR⁸, S(O)₂OR⁸, S(O)_mNR⁷R⁸, NO₂, NR⁷R⁸, O(CR⁹R¹⁰)_nNR⁷R⁸, C(O)R⁸, CO₂R⁷, CO₂(CR⁹R¹⁰)_nCONR⁷R⁸, OC(O)R⁸, CN, C(O)NR⁷R⁸, NR⁷C(O)R⁸, OC(O)NR⁷R⁸, NR⁷C(O)OR⁸, NR⁷C(O)NR⁸R⁹, CR⁷(NOR⁸), (CR⁹R¹⁰)_n-Aryl, (CR⁹R¹⁰)_n-Heteroaryl, (CR⁹R¹⁰)_n-Heterocyclyl, CF₃ and OCF₃,

and when R² is other than C₁₋₁₀alkyl, R⁶ is independently selected from the group consisting of halo, C₁₋₇alkyl, Aryl, Heteroaryl, Heterocycl, OR⁷, SR⁷, S(O)_mR⁸, S(O)₂OR⁸, S(O)_mNR⁷R⁸, NO₂, NR⁷R⁸, O(CR⁹R¹⁰)_nNR⁷R⁸, C(O)R⁸, CO₂R⁷, CO₂(CR⁹R¹⁰)_nCONR⁷R⁸, OC(O)R⁸, CN, C(O)NR⁷R⁸, NR⁷C(O)R⁸, OC(O)NR⁷R⁸, NR⁷C(O)OR⁸, NR⁷C(O)NR⁸R⁹,

5 CR⁷(NOR⁸), (CR⁹R¹⁰)_n-Aryl, (CR⁹R¹⁰)_n-Heteroaryl, (CR⁹R¹⁰)_n-Heterocycl, CF₃ and OCF₃;

wherein m is 0, 1 or 2 and n is an integer from 1 to 7, and the alkyl, Heterocycl, Aryl and Heteroaryl groups and portions are optionally substituted with 1-4 substituents selected from a group independently selected from R¹¹;

R⁷, R⁹ and R¹⁰ are independently selected from the group consisting of: H, C₁,

10 C₁₋₇alkyl, Aryl, Ar-C₁₋₁₀alkyl and mono-, di- and tri- halo substituted Ar-C₁₋₁₀alkyl,

or one R⁹ and one R¹⁰ are taken together with the atoms to which they are attached and any intervening atoms and represent a ring of 3 to 8 members containing 0-2 heteroatoms independently selected from O, S and N;

R⁸ is selected from the group consisting of: C₁₋₁₀alkyl, Aryl and C₁₋₁₀alkyl-Aryl;

15 and

R¹¹ is selected from the group consisting of: halo, CN, C₁₋₄alkyl, Aryl, CF₃ and OH.

2. A compound in accordance with claim 1 wherein R¹ represents C₁₋₁₀alkyl.

20

3. A compound in accordance with claim 2 wherein R¹ represents C₁₋₄alkyl.

4. A compound in accordance with claim 3 wherein R¹ represents methyl.

25

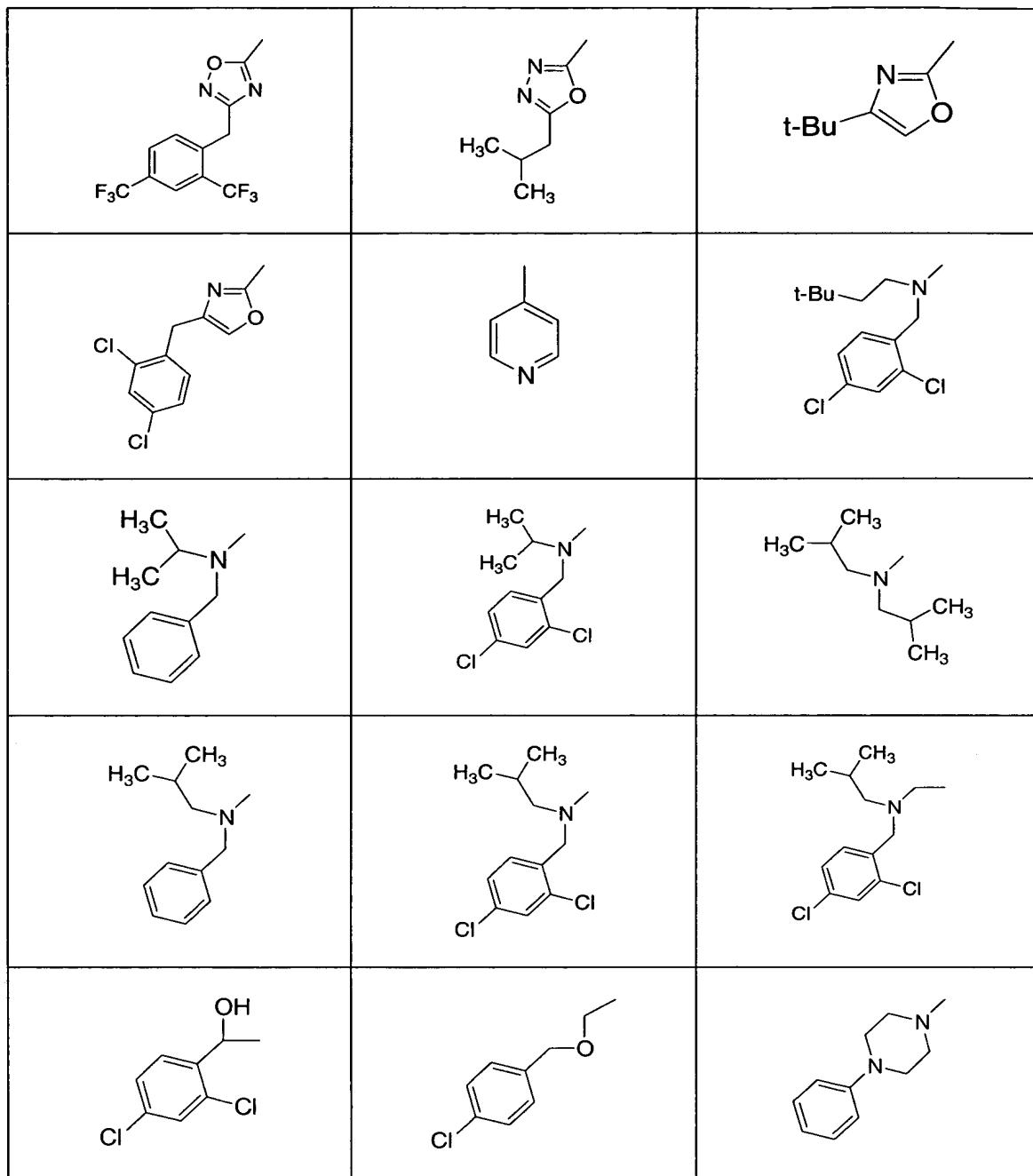
5. A compound in accordance with claim 1 wherein R² is selected from the group consisting of: Heteroaryl or Heterocycl, each optionally substituted with 1 R⁶ group, NR⁴R⁵, or C₁₋₁₀alkyl substituted with 1-2 R⁶ groups.

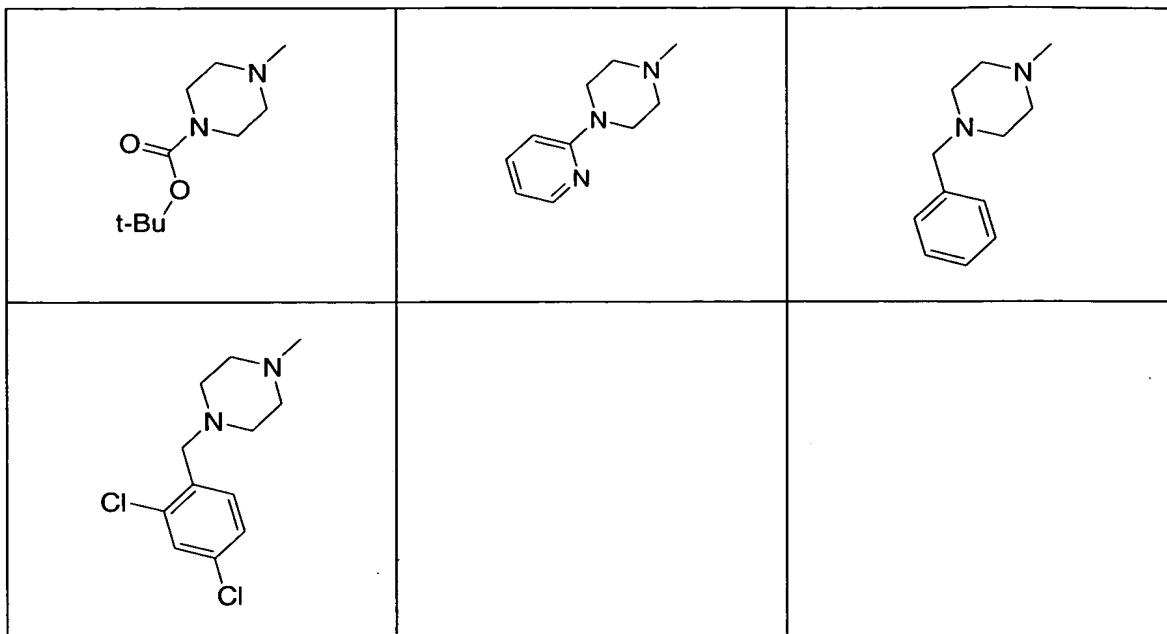
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6. A compound in accordance with claim 5 wherein R² is selected from the

table below:

R^2		





7. A compound in accordance with claim 1 wherein R³ is C₁₋₁₀alkyl with 0-1 R⁶ groups attached.

5 8. A compound in accordance with claim 1 wherein R⁴ is H or C₁₋₁₀alkyl.

9. A compound in accordance with claim 1 wherein R⁵ is C₁₋₁₀alkyl having 1-2 R⁶ groups attached.

10 10. A compound in accordance with claim 1 wherein R² represents Heteroaryl or Heterocyclyl, each with 1 R⁶ group attached selected from the group consisting of: C₁₋₄alkyl, C₃₋₇cycloalkyl, Aryl, Heteroaryl, Heterocyclyl, OR⁷, (CR⁹R¹⁰)_n-Aryl, (CR⁹R¹⁰)_n-Heteroaryl and (CR⁹R¹⁰)_n-Heterocyclyl.

15 11. A compound in accordance with claim 5 wherein R² represents NR⁴R⁵ wherein R⁴ is H or C₁₋₁₀alkyl, and R⁵ is C₁₋₁₀alkyl having 1-2 R⁶ groups attached.

12. A compound in accordance with claim 5 wherein R² represents C₁₋₁₀alkyl with 1-2 R⁶ groups attached selected from OR⁷, Aryl, mono-halophenyl and di-halophenyl.

20 13. A compound in accordance with claim 1 wherein:

R^1 represents C_{1-10} alkyl;

R^2 represents Heteroaryl or Heterocycll with 0-1 R^6 groups attached, NR4R5, or C_{1-10} alkyl with 1-2 R^6 groups attached;

R^3 represents C_{1-10} alkyl with 0-1 R^6 groups attached;

5 R^4 is H or C_{1-10} alkyl;

R^5 is C_{1-10} alkyl with 1-2 R^6 groups attached, and

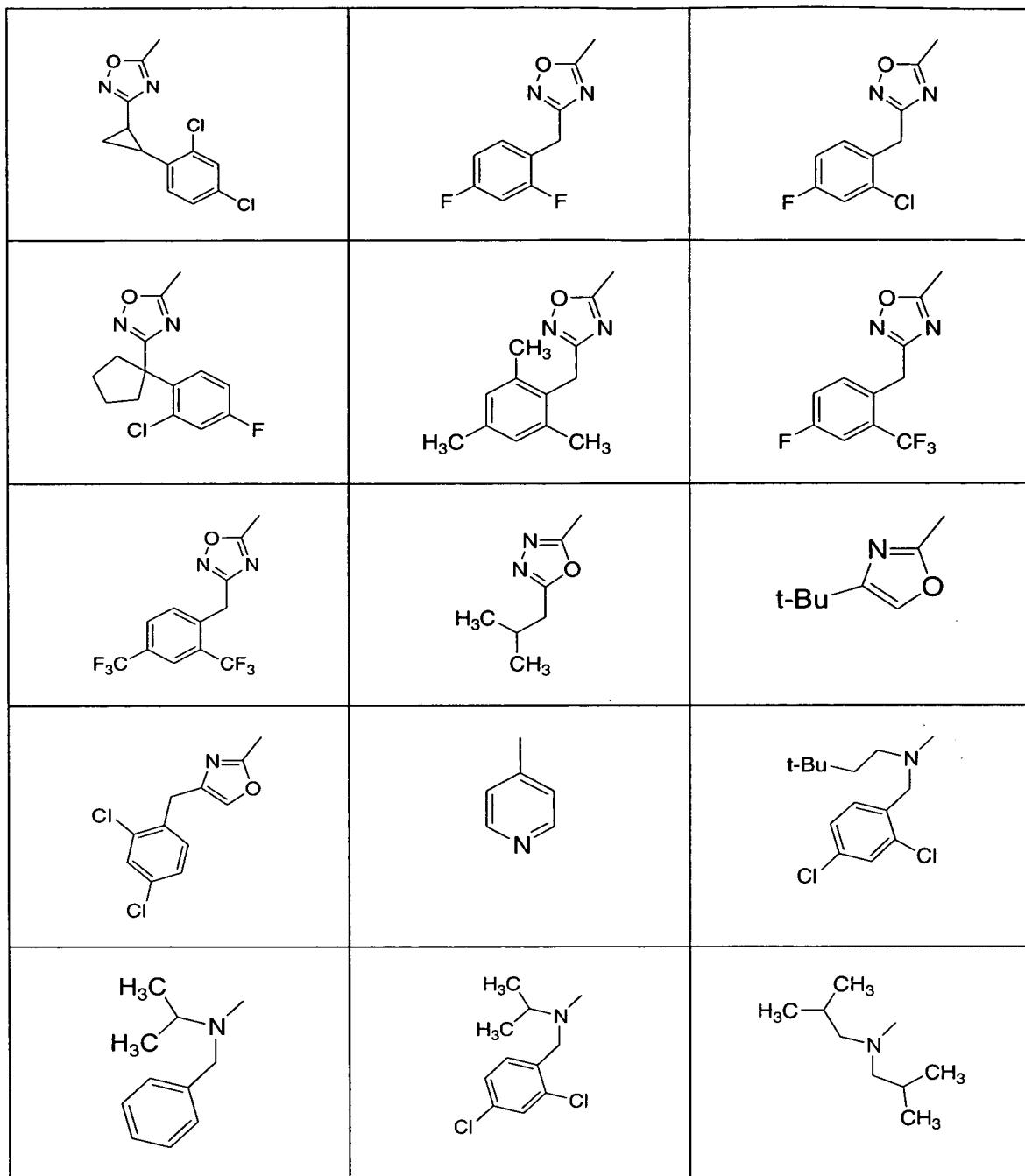
R^6 through R^{11} are as originally defined.

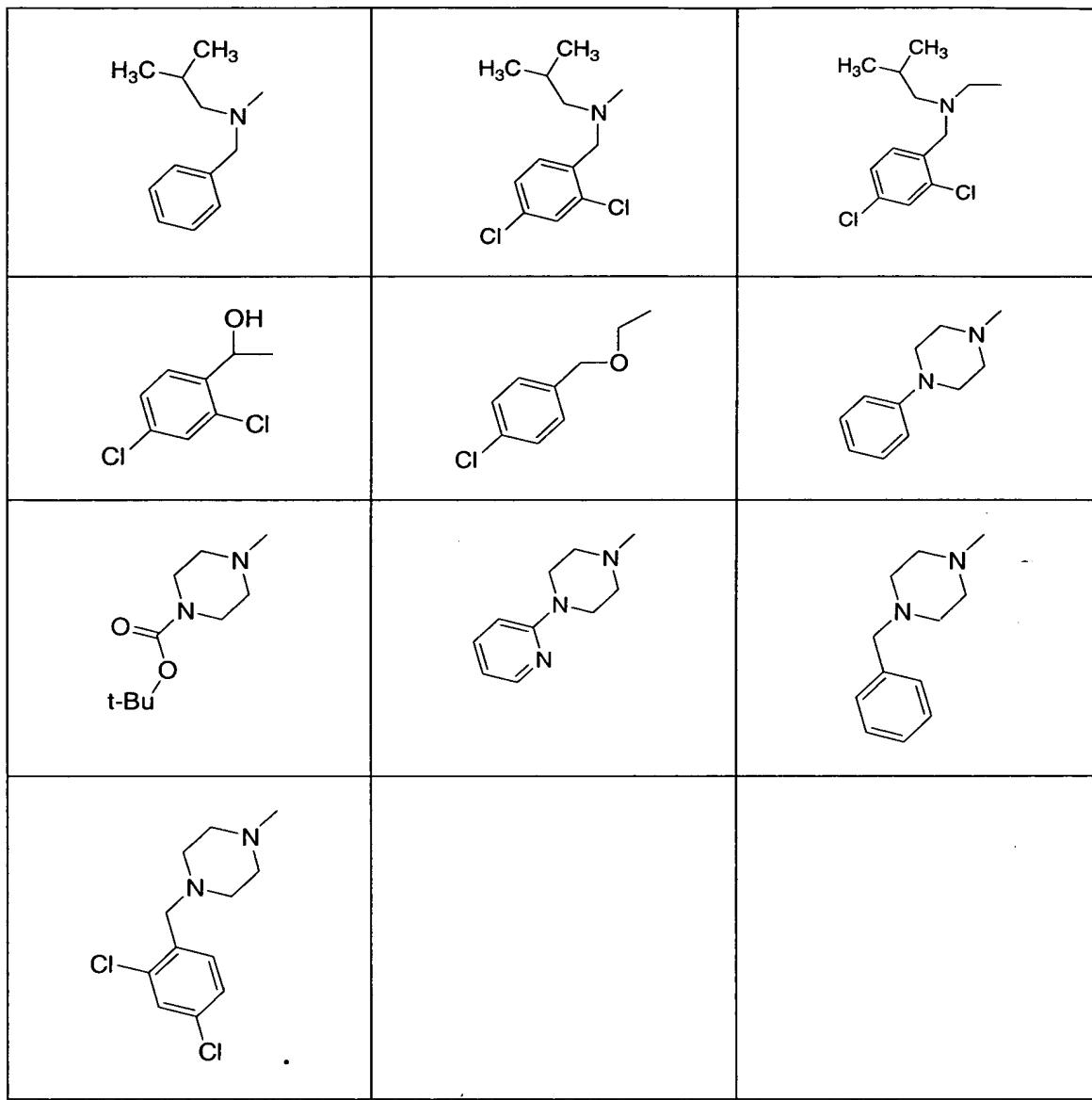
14. A compound in accordance with claim 5 wherein:

10 R^1 represents methyl;

R^3 represents 3-pentyl, and R^2 is selected from the table below:

R^2		





15. A compound in accordance with claim 1 selected from the group consisting of:

N-[3-cyano-5-(3-isobutyl-1,2,4-oxadiazol-5-yl)-4-methylthien-2-yl]-2-ethylbutanamide;

5 N-[3-cyano-5-[3-(2,4-dichlorobenzyl)-1,2,4-oxadiazol-5-yl]-4-methylthien-2-yl]-2-ethylbutanamide;

N-[5-(3-tert-butyl-1,2,4-oxadiazol-5-yl)-3-cyano-4-methylthien-2-yl]-2-ethylbutanamide;

N-[5-(3-benzyl-1,2,4-oxadiazol-5-yl)-3-cyano-4-methylthien-2-yl]-2-ethylbutanamide;

N-[3-cyano-4-methyl-5-(3-phenyl-1,2,4-oxadiazol-5-yl)thien-2-yl]-2-ethylbutanamide;

N-[3-cyano-4-methyl-5-(3-pyridin-2-yl-1,2,4-oxadiazol-5-yl)thien-2-yl]-2-ethylbutanamide;
 N-[3-cyano-4-methyl-5-(3-pyridin-3-yl-1,2,4-oxadiazol-5-yl)thien-2-yl]-2-ethylbutanamide;
 N-[3-cyano-4-methyl-5-(3-pyridin-4-yl-1,2,4-oxadiazol-5-yl)thien-2-yl]-2-ethylbutanamide;
 N-[3-cyano-5-[3-(cyclohexylmethyl)-1,2,4-oxadiazol-5-yl]-4-methylthien-2-yl]-2-
 5 ethylbutanamide;
 N-(3-cyano-5-{3-[1-(2,4-dichlorophenyl)cyclopropyl]-1,2,4-oxadiazol-5-yl}-4-methylthien-2-yl)-
 2-ethylbutanamide;
 N-[3-cyano-5-[3-(2,4-difluorobenzyl)-1,2,4-oxadiazol-5-yl]-4-methylthien-2-yl]-2-
 ethylbutanamide;
 10 N-[5-[3-(2-chloro-4-fluorobenzyl)-1,2,4-oxadiazol-5-yl]-3-cyano-4-methylthien-2-yl]-2-
 ethylbutanamide;
 N-(5-{3-[1-(2-chloro-4-fluorophenyl)cyclopentyl]-1,2,4-oxadiazol-5-yl}-3-cyano-4-methylthien-
 2-yl)-2-ethylbutanamide;
 N-[3-cyano-5-[3-(mesitylmethyl)-1,2,4-oxadiazol-5-yl]-4-methylthien-2-yl]-2-ethylbutanamide;
 15 N-(3-cyano-5-{3-[4-fluoro-2-(trifluoromethyl)benzyl]-1,2,4-oxadiazol-5-yl}-4-methylthien-2-yl)-
 2-ethylbutanamide;
 N-(5-{3-[2,4-bis(trifluoromethyl)benzyl]-1,2,4-oxadiazol-5-yl}-3-cyano-4-methylthien-2-yl)-2-
 ethylbutanamide;
 N-[3-cyano-5-(5-isobutyl-1,3,4-oxadiazol-2-yl)-4-methylthien-2-yl]-2-ethylbutanamide;
 20 N-[5-(4-tert-butyl-1,3-oxazol-2-yl)-3-cyano-4-methylthien-2-yl]-2-ethylbutanamide;
 N-[3-cyano-5-[4-(2,4-dichlorobenzyl)-1,3-oxazol-2-yl]-4-methylthien-2-yl]-2-ethylbutanamide;
 N-(3-cyano-4-methyl-5-pyridin-4-ylthien-2-yl)-2-ethylbutanamide;
 N-[3-cyano-5-[(2,4-dichlorobenzyl)(3,3-dimethylbutyl)amino]-4-methylthien-2-yl]-2-
 25 ethylbutanamide;
 N-[5-[benzyl(isopropyl)amino]-3-cyano-4-methylthien-2-yl]-2-ethylbutanamide;
 N-[3-cyano-5-[(2,4-dichlorobenzyl)(isopropyl)amino]-4-methylthien-2-yl]-2-ethylbutanamide;
 N-[3-cyano-5-(diisobutylamino)-4-methylthien-2-yl]-2-ethylbutanamide;
 N-[5-[benzyl(isobutyl)amino]-3-cyano-4-methylthien-2-yl]-2-ethylbutanamide;
 N-[3-cyano-5-[(2,4-dichlorobenzyl)(isobutyl)amino]-4-methylthien-2-yl]-2-ethylbutanamide;
 30 N-[3-cyano-5-[(2,4-dichlorophenyl)(hydroxy)methyl]-4-methylthien-2-yl]-2-ethylbutanamide;
 N-(3-cyano-5-{[(2,4-dichlorobenzyl)(isobutyl)amino]methyl}-4-methylthien-2-yl)-2-
 ethylbutanamide;
 N-[3-cyano-4-methyl-5-(4-phenylpiperazin-1-yl)thien-2-yl]-2-ethylbutanamide;
 tert-butyl 4-{4-cyano-5-[(2-ethylbutanoyl)amino]-3-methylthien-2-yl}piperazine-1-carboxylate;
 35 N-[3-cyano-4-methyl-5-(4-pyridin-2-ylpiperazin-1-yl)thien-2-yl]-2-ethylbutanamide;

N-[5-(4-benzylpiperazin-1-yl)-3-cyano-4-methylthien-2-yl]-2-ethylbutanamide;
N-{3-cyano-5-[4-(2,4-dichlorobenzyl)piperazin-1-yl]-4-methylthien-2-yl}-2-ethylbutanamide;
and

5 N-(5-[(4-chlorobenzyl)oxy]methyl)-3-cyano-4-methylthien-2-yl)-2-ethylbutanamide, as well as
the pharmaceutically acceptable salts and solvates thereof.

16. A pharmaceutical composition which is comprised of a compound in
accordance with claim 1 in combination with a pharmaceutically acceptable carrier.

10 17. A method of treating type 2 diabetes mellitus in a mammalian patient in
need of such treatment, comprising administering to said patient a compound in accordance with
claim 1 in an amount that is effective to treat type 2 diabetes mellitus.

15 18. A method of preventing or delaying the onset of type 2 diabetes mellitus in
a mammalian patient in need thereof, comprising administering to said patient a compound in
accordance with claim 1 in an amount that is effective to prevent or delay the onset of type 2
diabetes mellitus.